

**Amendment to the Agreement  
Between  
TelCove Operations, Inc.  
and  
BellSouth Telecommunications, Inc.  
Dated March 30, 2006**

Pursuant to this Amendment, (the "Amendment"), TelCove Operations, Inc. a Delaware corporation on behalf of itself and its certified operating affiliates identified in Part A of the Interconnection Agreement between the Parties dated March 30, 2006 (Agreement) (collectively referred to as TelCove), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Agreement to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (Effective Date).

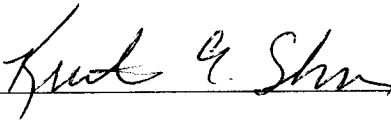
WHEREAS, BellSouth and TelCove entered into the Agreement on March 30, 2006, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties hereby agree to incorporate into Exhibit B of Attachment 4 of the Agreement the new Physical Collocation and Virtual Collocation elements set forth in Exhibit 1, attached hereto and thereby incorporated into this Amendment.
2. All of the other provisions of the Agreement, dated March 30, 2006, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

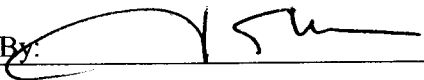
By: 

Name: Kristen E. Shore

Title: Director

Date: 8/14/06

**TelCove Operations, Inc.**

By: 

Name: James Means

Title: Secretary

Date: 7/14/06

COLLOCATION - Alabama														Attachment: 4		Exhibit: B	
CATEGORY	RATE ELEMENTS			Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
									First	Add'l	First	Add'l	SOMECE	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																	
		Physical Collocation, Cable Records, CAT5/RJ45				CLO	PE1C5		2.25	2.25	2.76	2.76					
VIRTUAL COLLOCATION																	
		Virtual Collocation Cable Records - DS1, per T1TIE				AMTFS	VE1BD		2.25		2.76						

[illegible]

COLLOCATION - Georgia												Attachment: 4		Exhibit: B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOMEc	SOMAN			
											SOMAN	SOMAN			
PHYSICAL COLLOCATION															
	Physical Collocation, Cable Records, CAT5/RJ45			CLO	PE1C5	2.22	2.22	2.62	2.62						
VIRTUAL COLLOCATION															
	Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5	2.22		2.62							

[illegible]

COLLOCATION - Louisiana											Attachment: 4		Exhibit: B		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l					
PHYSICAL COLLOCATION															
	Physical Collocation, Cable Records, CAT5/RJ45			CLO	PE1C6	0.04									
VIRTUAL COLLOCATION															
	Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B6	0.04									

COLLOCATION - Mississippi														Attachment: 4		Exhibit: B	
CATEGORY	RATE ELEMENTS			Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
<b>PHYSICAL COLLOCATION</b>																	
		Physical Collocation, Cable Records, CAT5/RJ45				CLO	PE1C5		2.27	2.27	2.78	2.78					
<b>VIRTUAL COLLOCATION</b>																	
		Virtual Collocation Cable Records - CAT 5/RJ45				AMTFS	VE1B5		2.27		2.78						

COLLOCATION - North Carolina														Attachment: 4		Exhibit: B	
CATEGORY	RATE ELEMENTS			Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
<b>PHYSICAL COLLOCATION</b>																	
		Physical Collocation, Cable Records, CAT5/JR45				CLO	PE1C5		4.35	4.35	5.11	5.11					
<b>VIRTUAL COLLOCATION</b>																	
		Virtual Collocation Cable Records - CAT 5/RJ45				AMTFS	VE1B5		4.35	4.35	5.11	5.11					

[illegible]

[illegible]